

**Ameritrade Holding Corporation
Nominations Committee Charter
As Adopted, December 10, 2004**

PURPOSE

The Nominations Committee assists the Board of Directors in fulfilling the Board's oversight responsibilities by (1) identifying individuals qualified to serve on the Board; (2) reviewing the qualifications of the members of the Board and recommending nominees to fill vacancies on the Board; and (3) recommending a slate of nominees for election or reelection as directors by the corporation's stockholders at the annual meeting to fill the seats of directors whose terms are expiring.

MEMBERSHIP

The Committee shall consist of at least three Board members and the Committee's membership will be determined by the Board. The Committee will be comprised entirely of independent directors as defined under applicable Nasdaq rules, as interpreted by the Board in its business judgment and shall not include any Datek Director or Ricketts Director, as defined in the Stockholders Agreement dated September 9, 2002. The Board will designate the chair of the Committee.

MEETINGS

The Committee shall have at least one regular meeting each year and may hold additional meetings as circumstances warrant. A majority of members of the Committee shall constitute a quorum. The action of a majority of members at a meeting at which a quorum is present shall be the action of the Committee. Without a meeting, the Committee may act by unanimous written consent of all members.

AUTHORITY

The Committee shall have the sole authority to retain and terminate special legal counsel, search firms used to identify director candidates or other consultants to advise the Committee. The Committee shall also have the authority to approve fees and other retention terms for such legal counsel, search firms and other consultants. The Committee may request any director, officer or employee of the corporation or its subsidiaries or its outside counsel or consultants to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.

RESPONSIBILITIES

Responsibilities of the Committee include, but are not limited to, the following:

1. Identify and evaluate qualified candidates to recommend for selection as directors, including nominees identified by other Board members and the corporation's stockholders. The Committee has no obligation to recommend for nomination candidates who have been identified by other Board members or the corporation's stockholders except as may be required by any contractual obligation of the corporation.
2. Review compliance with the corporation's contractual obligations regarding nomination of candidates by stockholders party to the Stockholders Agreement dated September 9, 2002.
3. Recommend to the Board nominees to fill vacancies as they occur on the Board and recommend to the Board a slate of nominees for election or reelection as directors by the corporation's stockholders at the annual meeting to fill seats of directors whose terms are expiring.
4. Periodically report to the Board on the Committee's activities and significant decisions.
5. Review and reassess the adequacy of this charter annually and recommend any proposed changes to the Board for approval.

GUIDELINES FOR EVALUATING NOMINEES

To discharge its duties in identifying and evaluating directors for selection to the Board, the Committee shall evaluate the overall composition of the Board as well as the qualifications of each candidate. In its evaluation process, the Committee shall take into account the following guidelines:

1. Decisions for recommending candidates for nomination shall be based on merit, qualifications, performance, character and integrity and the corporation's business needs and shall comply with the corporation's anti-discrimination policies and federal, state and local laws.
2. The composition of the entire Board shall be taken into account when evaluating individual directors, including: the diversity, depth and breadth of knowledge, skills, experience and background represented on the Board; the need for financial, business, financial industry, public company and other experience and expertise on the Board and its committees; and the need to have directors work cooperatively to further the interests of the corporation and its stockholders.
3. Candidates shall be free of conflicts of interest that would interfere with their ability to discharge their duties as a director.

4. Candidates shall be willing and able to devote the time necessary to discharge their duties as a director and shall have the desire and purpose to represent and advance the interests of the corporation and shareholders as a whole.

5. Any other criteria as determined by the Committee.

Notwithstanding any provision to the contrary in this Charter, when the corporation is legally required by contractual obligation to provide third parties with the ability to nominate directors (including pursuant to the Stockholders Agreement) the selection and nomination of such directors shall not be subject to the Committee's review and recommendation process.